

EXHIBIT 84

1 UNITED STATES DISTRICT COURT
2 FOR THE NORTHERN DISTRICT OF OHIO
3 EASTERN DIVISION
4

5 -----x
6 IN RE: NATIONAL PRESCRIPTION) Case No.
7 OPIATE LITIGATION) 1:17-MD-2804
8 APPLIES TO ALL CASES) Hon. Dan A. Polster
9 -----x

10
11 HIGHLY CONFIDENTIAL - SUBJECT TO FURTHER
12 CONFIDENTIALITY REVIEW
13 VIDEOTAPED DEPOSITION OF VICTOR BORELLI
14 BALTIMORE, MARYLAND

15
16 THURSDAY, NOVEMBER 29, 2018

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18 9:01 A.M.
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24 Reported by: Leslie A. Todd

<p style="text-align: right;">Page 86</p> <p>1 service and supply and quota conversations. 2 There's a number of things that go into the -- 3 the -- the company, sales and the customer, and 4 the wholesaler or distributor. Yeah. 5 BY MR. LOESER: 6 Q But your job didn't involve helping 7 Mallinckrodt identify suspicious orders? 8 A Not specifically. 9 Q Well, in what way did it? 10 A Well, as a salesperson, I was on the 11 road quite a bit, so visiting with customers and 12 seeing their operation. That's part of a role -- 13 part of my role. 14 Q And when you were visiting customers and 15 seeing their operation, were you evaluating 16 whether they were engaged in shipping suspicious 17 orders? 18 A Not that specific point, no. 19 Q Okay. Did you try and get a sense of 20 whether your customers were engaged in diversion? 21 A I think I tried to get a sense of the 22 customer. 23 Q What does that mean? 24 A I don't know. If you visit a customer's</p>	<p style="text-align: right;">Page 88</p> <p>1 sales by its distributor customers to their 2 downstream clients? 3 MR. TSAI: Object to the form. 4 THE WITNESS: I don't see the -- where 5 the wholesaler ships to. And even -- even when we 6 ship to a chain of stores, I don't see what store 7 that goes to. And so if we sell to a -- a 8 Walgreens distribution center in -- and I'm making 9 this up -- Tempe, Arizona, I don't know if 10 product, mine and all other vendors they do 11 business with, I don't know where that goes, to 12 what store in Arizona or in California or in New 13 Mexico. I don't know. 14 BY MR. LOESER: 15 Q Do you understand that the purpose of 16 the closed system for opioid distribution and the 17 regulations that go with it is to minimize theft 18 and diversion of controlled substances? 19 A I believe so. 20 Q And if a registrant fails to satisfy its 21 obligations under the Controlled Substances Act, 22 that could result in controlled substances being 23 diverted, right? 24 MR. TSAI: Object to the form.</p>
<p style="text-align: right;">Page 87</p> <p>1 office, you can see if they're diverting product. 2 I don't know if you can do that. I don't know if 3 that's possible. 4 Q Did you try to do that? Did you try to 5 understand your customer to know whether they were 6 engaged in diversion? 7 A Understand the customer, yes. The 8 diversion piece, that's a -- you know, once they 9 ship it, there's 50 states that they ship it to. 10 So, no. 11 Q So you're saying you had no 12 visibility -- after you sold pills to the 13 distributor, that's where your visibility stopped 14 on what happened to those pills. 15 A Yeah. 16 Q Now, you do understand that Mallinckrodt 17 had a legal duty to identify and stop suspicious 18 orders to its distributor clients, right? 19 MR. TSAI: Object to the form. 20 BY MR. LOESER: 21 Q You can answer. 22 A I believe so. 23 Q And is it also your understanding that 24 Mallinckrodt had a duty to identify suspicious</p>	<p style="text-align: right;">Page 89</p> <p>1 THE WITNESS: Can you explain that a bit 2 more for me? 3 BY MR. LOESER: 4 Q If a registrant such as Mallinckrodt 5 distributes to distributors without regard to what 6 that distributor is going to do with the pills 7 it's buying from Mallinckrodt, that could 8 contribute to diversion, correct? 9 MR. TSAI: Object to the form. 10 BY MR. LOESER: 11 Q Can you answer? 12 A Well, you said "without regard." I 13 don't know if Mallinckrodt did. 14 Q But I'm asking if they did. 15 A I don't -- 16 Q If that were to occur, that would -- 17 that would be a problem, right, because that would 18 increase the risk of diversion? 19 MR. TSAI: Object to the form. 20 THE WITNESS: You mean if they shipped 21 to somebody without a DEA license? 22 BY MR. LOESER: 23 Q If they shipped -- 24 A I'm just trying to follow you.</p>

<p style="text-align: right;">Page 90</p> <p>1 Q Yeah, I understand.</p> <p>2 If they shipped to a distributor who</p> <p>3 was -- who Mallinckrodt was aware recklessly</p> <p>4 dispensed to downstream customers, recklessly</p> <p>5 shipped to downstream customers, that would</p> <p>6 increase the risk of diversion, right?</p> <p>7 MR. TSAI: Object to the form.</p> <p>8 THE WITNESS: If Mallinckrodt shipped to</p> <p>9 somebody without a DEA license, I would think that</p> <p>10 that would be a reckless scenario.</p> <p>11 If -- if they -- if they shipped to</p> <p>12 somebody with a DEA license who serviced a patient</p> <p>13 in need with a prescription from a doctor, I don't</p> <p>14 think that's reckless. But that's just how I</p> <p>15 think.</p> <p>16 BY MR. LOESER:</p> <p>17 Q Would you agree that diversion</p> <p>18 contributes to drug abuse and addiction?</p> <p>19 MR. TSAI: Object to the form.</p> <p>20 THE WITNESS: There are a lot of things</p> <p>21 that tie into that.</p> <p>22 BY MR. LOESER:</p> <p>23 Q Is diversion one of them?</p> <p>24 A It could --</p>	<p style="text-align: right;">Page 92</p> <p>1 I read articles or see articles or -- so it's</p> <p>2 ongoing.</p> <p>3 Q And of course, you were involved in the</p> <p>4 sale of opioids, right?</p> <p>5 A Legally manufactured as well as other</p> <p>6 molecules, yes.</p> <p>7 Q And during the time that you were</p> <p>8 selling opioids, were you aware there was an --</p> <p>9 A When you --</p> <p>10 Q -- opioid epidemic?</p> <p>11 A When you -- when you speak of opioids, I</p> <p>12 think of heroin, I think of crack, I think of so</p> <p>13 many things that are all part of the epidemic.</p> <p>14 And I think that's a part of the epidemic. So,</p> <p>15 I'm sorry, I just wanted to share.</p> <p>16 Q Okay. But when you were selling</p> <p>17 opioids, prescription opioids, OxyContin, for</p> <p>18 example, did you know there was an opioid epidemic</p> <p>19 going on?</p> <p>20 A I believe so.</p> <p>21 Q And do you recall when you realized</p> <p>22 there was an opioid epidemic?</p> <p>23 A Well, I probably realized that much</p> <p>24 sooner than when I worked at Mallinckrodt.</p>
<p style="text-align: right;">Page 91</p> <p>1 MR. TSAI: Object to the form.</p> <p>2 Go ahead.</p> <p>3 THE WITNESS: It could be.</p> <p>4 BY MR. LOESER:</p> <p>5 Q Could be or it is?</p> <p>6 MR. TSAI: Object to the form.</p> <p>7 THE WITNESS: Could be.</p> <p>8 BY MR. LOESER:</p> <p>9 Q Is there an opioid crisis in this</p> <p>10 country?</p> <p>11 A That's a pretty broad brush statement</p> <p>12 there. I think there is some illegal and legally</p> <p>13 manufactured products. That's -- you know, it's a</p> <p>14 broad brush statement.</p> <p>15 Q Have you heard of the expression "the</p> <p>16 opioid epidemic"?</p> <p>17 A I have.</p> <p>18 Q And you understand that there is an</p> <p>19 ongoing opioid epidemic in this country?</p> <p>20 A Yes.</p> <p>21 Q And when did you learn that there was an</p> <p>22 opioid epidemic in this country?</p> <p>23 A I think it's been on the news and</p> <p>24 articles. So from reading, and I don't know when</p>	<p style="text-align: right;">Page 93</p> <p>1 Q Okay. So prior to what year?</p> <p>2 A I started with Mallinckrodt in 2005.</p> <p>3 Q So when you started you already knew</p> <p>4 there was on opioid epidemic in this country?</p> <p>5 A I believe so.</p> <p>6 Q Did you evaluate the extent to which the</p> <p>7 opioid epidemic was impacted -- well, strike that.</p> <p>8 Did you evaluate the extent to which the</p> <p>9 opioid epidemic impacted the communities that were</p> <p>10 included in your sales region for Mallinckrodt?</p> <p>11 A No.</p> <p>12 Q Did you investigate the extent to which</p> <p>13 pills manufactured by Mallinckrodt contributed to</p> <p>14 the opioid epidemic?</p> <p>15 A Will you --</p> <p>16 MR. TSAI: Object to the form.</p> <p>17 THE WITNESS: Will you ask that again?</p> <p>18 MR. LOESER: Could you read it back,</p> <p>19 please.</p> <p>20 (Whereupon, the requested record</p> <p>21 was read.)</p> <p>22 MR. TSAI: Object to the form.</p> <p>23 THE WITNESS: Perhaps at times.</p> <p>24 BY MR. LOESER:</p>

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1 Q Okay. Describe that.
 2 A I think from things you read, from
 3 things you hear, from things you listen to,
 4 understanding the DEA quotas assigned to scheduled
 5 narcotic companies, how much quota is allocated.
 6 I mean there's a lot of different things that come
 7 into that.
 8 Q Okay. And you took those things into
 9 account how?
 10 A Just as an understanding of how the -- I
 11 don't know if it's the -- the process for the
 12 closed system, but all part of it.
 13 Q Okay. Did you evaluate whether
 14 particular types of pills manufactured by
 15 Mallinckrodt were prone to abuse or diversion?
 16 A Did I evaluate? I don't believe so.
 17 Q And when you were selling opioid
 18 products for Mallinckrodt, were you aware that
 19 oxy 15 and 30 milligram tablets were the most
 20 widely abused and diverted prescription opioids?
 21 MR. TSAI: Object to the form.
 22 THE WITNESS: I did not know they were
 23 the most wide -- widely used and -- and abused. I
 24 did not know that.

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1 BY MR. LOESER:
 2 Q That's news to you?
 3 A I said I didn't know -- I did not know
 4 that that is the most widely abused.
 5 Q Did you know that your distributor
 6 clients purchased enormous quantities of Oxy 15
 7 and 30?
 8 A You know, they're servicing the whole
 9 country, and there's not a warehouse full of
 10 product that we just make -- that they can fill
 11 and sell. There's a finite amount of product
 12 that's assigned to us and our 25 competitors.
 13 Q I'm going to ask my question again and
 14 see if I understand your answer.
 15 Did you know that your distributor
 16 clients purchased enormous quantities of Oxy 15
 17 and 30, yes or no?
 18 MR. TSAI: Object to the form.
 19 THE WITNESS: It's not a "yes" or "no"
 20 answer. I think I shared just now that they
 21 service 50 states and Puerto Rico. I don't know
 22 how much Cardinal needs every day, every week,
 23 every month.
 24 BY MR. LOESER:

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1 Q Mr. Borelli, you knew how much Oxy 15
 2 and 30 your clients were buying, correct?
 3 A For the most part, yes.
 4 Q And you knew they were buying a lot,
 5 correct?
 6 A "A lot" is a relative term. A lot to
 7 what? For history or the United States needs?
 8 Q How about relative to what they were
 9 buying before, the amount they were buying was
 10 increasing significantly, correct?
 11 MR. TSAI: Object to the form.
 12 THE WITNESS: Again, you would have to
 13 show me by molecule, by sales. You showed me a
 14 broad brush number in dollars, and you didn't talk
 15 about the margin side. But in dollars, there were
 16 customers that were up and there were customers
 17 that were down. But I don't know the molecules
 18 that were up, I don't know the molecules that were
 19 down.
 20 BY MR. LOESER:
 21 Q Just sitting here today, you just can't
 22 recall any trends with Oxy 15 and 30 and your
 23 clients. Is that what you're saying?
 24 A Well, you showed sales dollars that went

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1 up. Was it specific and only to Oxy 15 and 30? I
 2 don't believe so.
 3 Q Again, and we'll get into more specific
 4 documents, but as you sit here today, there aren't
 5 any trends with Oxy 15 and 30 in the time period
 6 where your bonuses were very large that you
 7 recall.
 8 MR. TSAI: Object to the form.
 9 THE WITNESS: "Trends" meaning sales
 10 were increasing?
 11 BY MR. LOESER:
 12 Q Correct.
 13 A Sales were increasing.
 14 Q And you were aware of that.
 15 A That sales were increasing? For my
 16 territory? Okay. I guess so.
 17 I'd like to chime in for a second, if I
 18 could. If sales increase here, the sales will
 19 decrease here because there's just a finite amount
 20 of product. So if Cardinal's sales are
 21 increasing, McKesson's sales may be decreasing
 22 from Mallinckrodt. They buy from 25 -- I'm not
 23 even sure how many other vendors they purchase
 24 from. So I don't know if sales are increasing on

<p style="text-align: right;">Page 98</p> <p>1 a grand 50-state scale. I don't know.</p> <p>2 Q But you do know whether they were</p> <p>3 increasing in certain areas, right?</p> <p>4 MR. TSAI: Object to the form.</p> <p>5 BY MR. LOESER:</p> <p>6 Q It's not news to you that the sale of</p> <p>7 Oxy in Florida was increasing significantly during</p> <p>8 the time that you were selling Oxy to your</p> <p>9 distributor clients, right?</p> <p>10 A Was it increase -- I don't know if it's</p> <p>11 -- I don't know if it's increasing in quantity</p> <p>12 year to year. If our sales are up, then someone</p> <p>13 else's sales are down, because it's allocated by</p> <p>14 the DEA. And conversely, if Watson's sales are</p> <p>15 going up, somebody else's sales will be going</p> <p>16 down. And it could be based on quota, could be</p> <p>17 based on supply. There's a lot -- a lot of things</p> <p>18 that go into that.</p> <p>19 Q Mr. Borelli, you understand that over</p> <p>20 time, during the time where the opioid epidemic</p> <p>21 was ongoing, which you said you knew about,</p> <p>22 overall the amount of opioids being sold in this</p> <p>23 country increased year over year, right?</p> <p>24 MR. TSAI: Object to the form.</p>	<p style="text-align: right;">Page 100</p> <p>1 distributor customer sells to its downstream</p> <p>2 customer at a price lower than the price that that</p> <p>3 distributor purchased from Mallinckrodt,</p> <p>4 Mallinckrodt would make up the difference with a</p> <p>5 chargeback?</p> <p>6 A I believe the -- again, there is a</p> <p>7 department for chargebacks at Mallinckrodt. So I</p> <p>8 believe that the chargeback was in place to get to</p> <p>9 a contract price.</p> <p>10 Q Right. The contract price is the price</p> <p>11 at which the drug was purchased from Mallinckrodt?</p> <p>12 A I'm sorry?</p> <p>13 Q Tell me what you mean by "contract</p> <p>14 price."</p> <p>15 A An agreed-upon price that the</p> <p>16 customer -- I'm sorry -- that the wholesaler would</p> <p>17 pay for any molecule.</p> <p>18 Q Okay. And so if the customer</p> <p>19 distributor sold to a downstream customer at a</p> <p>20 price lower than the contract price, Mallinckrodt</p> <p>21 would then pay a chargeback to the distributor to</p> <p>22 get the distributor to the contract price; is that</p> <p>23 right?</p> <p>24 A I believe so, but you're better off --</p>
<p style="text-align: right;">Page 99</p> <p>1 BY MR. LOESER:</p> <p>2 Q That's not news to you.</p> <p>3 A I knew about the epidemic. I shared</p> <p>4 that with you. I don't know overall sales for</p> <p>5 that item in the country. And I don't know if</p> <p>6 Mallinckrodt's sales were higher year over year.</p> <p>7 Because, again, if I pick up sales, someone may</p> <p>8 have a decline.</p> <p>9 Q Can you explain to me what a chargeback</p> <p>10 is?</p> <p>11 A There was a specific chargeback</p> <p>12 organization that Mallinckrodt -- it's a practice</p> <p>13 used to -- in the pharmaceutical industry to get</p> <p>14 to a contract price.</p> <p>15 Q Let me try and understand. Chargeback</p> <p>16 payments are made by Mallinckrodt to distributor</p> <p>17 clients, correct?</p> <p>18 A That's correct.</p> <p>19 Q And why does Mallinckrodt pay</p> <p>20 distributor clients chargebacks?</p> <p>21 A Well, they only would allocate a</p> <p>22 chargeback payment when the wholesaler sells it to</p> <p>23 a pharmacy or a hospital.</p> <p>24 Q And isn't the idea if the Mallinckrodt</p>	<p style="text-align: right;">Page 101</p> <p>1 there's a chargeback team in place, so you're</p> <p>2 probably better off talking to the folks who</p> <p>3 managed and worked in that department. But I</p> <p>4 believe so.</p> <p>5 Q That's your understanding.</p> <p>6 A It's my understanding.</p> <p>7 Q And was there competition among</p> <p>8 manufacturers over the amount of the chargeback</p> <p>9 payments that were being paid to wholesalers?</p> <p>10 A I can't -- I can't speak to how other</p> <p>11 companies went to market.</p> <p>12 Q And would you agree that the chargeback</p> <p>13 payment to a distributor provides that distributor</p> <p>14 with an incentive to sell Mallinckrodt's products</p> <p>15 to its downstream customers?</p> <p>16 A I don't believe it's an incentive to</p> <p>17 sell. It's not incentive. It's to get them to a</p> <p>18 contract price that they can then sell it to a</p> <p>19 cust- -- one of their pharmacies or hospitals,</p> <p>20 yeah.</p> <p>21 Q So that contract price becomes kind of a</p> <p>22 guarantee when the chargeback is taken into</p> <p>23 account, right?</p> <p>24 A Yes, I don't know if -- I've never used</p>